

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA**

In re:	§ Case No. 14-03171-MM7
	§
PUREFITNESS CARLSBAD, INC.	§
	§
	§
Debtor(s)	§

**CHAPTER 7 TRUSTEE'S FINAL ACCOUNT AND DISTRIBUTION REPORT
CERTIFICATION THAT THE ESTATE HAS BEEN FULLY ADMINISTERED
AND APPLICATION TO BE DISCHARGED (TDR)**

Leslie T. Gladstone, chapter 7 trustee, submits this Final Account, Certification that the Estate has been Fully Administered and Application to be Discharged.

1) All funds on hand have been distributed in accordance with the Trustee's Final Report and, if applicable, any order of the Court modifying the Final Report. The case is fully administered and all assets and funds which have come under the trustee's control in this case have been properly accounted for as provided by law. The trustee hereby requests to be discharged from further duties as a trustee.

2) A summary of assets abandoned, assets exempt, total distributions to claimants, claims discharged without payment, and expenses of administration is provided below:

Assets Abandoned: <i>(without deducting any secured claims)</i>	\$0.00	Assets Exempt:	NA
Total Distributions to Claimants:	\$656,956.25	Claims Discharged Without Payment:	NA
Total Expenses of Administration:	\$775,518.23		

3) Total gross receipts of \$1,432,474.48 (see **Exhibit 1**), minus funds paid to the debtor(s) and third parties of \$0.00 (see **Exhibit 2**), yielded net receipts of \$1,432,474.48 from the liquidation of the property of the estate, which was distributed as follows:

	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
Secured Claims (from Exhibit 3)	\$0.00	\$209,369.61	\$48,686.73	\$48,686.73
Priority Claims:				
Chapter 7 Admin. Fees and Charges (from Exhibit 4)	NA	\$211,386.04	\$211,386.04	\$211,386.04
Prior Chapter Admin. Fees and Charges (from Exhibit 5)	NA	\$564,132.19	\$564,132.19	\$564,132.19
Priority Unsecured Claims (From Exhibit 6)	\$0.00	\$9,192.68	\$9,192.68	\$9,192.68
General Unsecured Claims (from Exhibit 7)	\$0.00	\$4,393,087.60	\$2,133,870.82	\$599,076.84
Total Disbursements	\$0.00	\$5,387,168.12	\$2,967,268.46	\$1,432,474.48

4). This case was originally filed under chapter 11 on 04/24/2014. The case was converted to one under Chapter 7 on 09/18/2015. The case was pending for 19 months.

5). All estate bank statements, deposit slips, and canceled checks have been submitted to the United States Trustee.

6). An individual estate property record and report showing the final accounting of the assets of the estate is attached as **Exhibit 8**. The cash receipts and disbursements records for each estate bank account, showing the final accounting of the receipts and disbursements of estate funds is attached as **Exhibit 9**.

Pursuant to Fed R Bank P 5009, I hereby certify, under penalty of perjury, that the foregoing report is true and correct.

Dated: 04/14/2017

By: /s/ Leslie T. Gladstone
Trustee

STATEMENT: This Uniform Form is associated with an open bankruptcy case, therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

**EXHIBITS TO
FINAL ACCOUNT**

EXHIBIT 1 – GROSS RECEIPTS

DESCRIPTION	UNIFORM TRAN. CODE	AMOUNT RECEIVED
Bond Overpayment	1280-002	\$4,980.00
TURNOVER OF FUNDS FROM CHAPTER 11 BANK ACCOUNT	1290-010	\$1,427,494.48
TOTAL GROSS RECEIPTS		\$1,432,474.48

The Uniform Transaction Code is an accounting code assigned by the trustee for statistical reporting purposes.

EXHIBIT 2 – FUNDS PAID TO DEBTOR & THIRD PARTIES

NONE

EXHIBIT 3 – SECURED CLAIMS

CLAIM NUMBER	CLAIMANT	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
5	California Bank & Trust	4220-000	\$0.00	\$132,753.94	\$0.00	\$0.00
6	San Diego County Tax- Collector	4220-000	\$0.00	\$3,478.94	\$0.00	\$0.00
10A	FIRESTONE FINANCIAL CORP.	4210-000	\$0.00	\$66,000.00	\$41,550.00	\$41,550.00
16	San Diego County Treasurer- Tax Collector	4220-000	\$0.00	\$7,136.73	\$7,136.73	\$7,136.73
TOTAL SECURED CLAIMS			\$0.00	\$209,369.61	\$48,686.73	\$48,686.73

EXHIBIT 4 – CHAPTER 7 ADMINISTRATIVE FEES and CHARGES

PAYEE	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
Leslie T. Gladstone Fees, Trustee	2100-000	NA	\$60,369.08	\$60,369.08	\$60,369.08
Leslie T. Gladstone Expenses, Trustee	2200-000	NA	\$443.32	\$443.32	\$443.32
FINANCIAL LAW GROUP	2300-000	NA	\$490.32	\$490.32	\$490.32
East West Bank	2600-000	NA	\$14,262.92	\$14,262.92	\$14,262.92
CFG CARLSBAD LLC	2690-000	NA	\$26,724.39	\$26,724.39	\$26,724.39
PAYCHEX	2690-000	NA	\$1,066.25	\$1,066.25	\$1,066.25
PETRA	2690-000	NA	\$374.87	\$374.87	\$374.87
THE HARTFORD	2690-000	NA	\$24,735.00	\$24,735.00	\$24,735.00

UNISAN	2690-000	NA	\$21.79	\$21.79	\$21.79
WELLS FARGO BANK	2690-002	NA	\$4.90	\$4.90	\$4.90
INTERNAL REVENUE SERVICE	2810-000	NA	\$4,658.10	\$4,658.10	\$4,658.10
FRANCHISE TAX BOARD	2820-000	NA	\$800.00	\$800.00	\$800.00
UNITED STATES TRUSTEE	2950-000	NA	\$325.00	\$325.00	\$325.00
FLG-CB FEES, Attorney for Trustee	3110-000	NA	\$380.00	\$380.00	\$380.00
FLG-CC, Attorney for Trustee	3110-000	NA	\$1,029.00	\$1,029.00	\$1,029.00
FLG-LTG, Attorney for Trustee	3110-000	NA	\$3,727.50	\$3,727.50	\$3,727.50
FLG-EXPENSES, Attorney for Trustee	3120-000	NA	\$118.92	\$118.92	\$118.92
Finlayson Toffer Roosevelt - Fees, Attorney for Trustee	3210-000	NA	\$30,885.00	\$30,885.00	\$30,885.00
Finlayson Toffer Roosevelt & Lilly LLP, Attorney for Trustee	3220-000	NA	\$2,359.43	\$2,359.43	\$2,359.43
SQUAR MILNER, Accountant for Trustee	3410-000	NA	\$38,440.00	\$38,440.00	\$38,440.00
SQUAR MILNER EXPENSES, Accountant for Trustee	3420-000	NA	\$170.25	\$170.25	\$170.25
TOTAL CHAPTER 7 ADMIN. FEES AND CHARGES		NA	\$211,386.04	\$211,386.04	\$211,386.04

EXHIBIT 5 – PRIOR CHAPTER ADMINISTRATIVE FEES and CHARGES

PAYEE	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
LTG CH. 11 FEES, Trustee	6101-000	NA	\$166,343.81	\$166,343.81	\$166,343.81
LTG CH. 11 EXPENSES, Trustee	6102-000	NA	\$2,250.59	\$2,250.59	\$2,250.59
FINANCIAL LAW GROUP CH. 11 FEES, Attorney for Trustee	6110-000	NA	\$207,576.00	\$207,576.00	\$207,576.00
FINANCIAL LAW GROUP CH. 11 EXPENSES, Attorney for Trustee	6120-000	NA	\$2,645.19	\$2,645.19	\$2,645.19

Finlayson Toffer Roosevelt & Lilly LLP, Attorney for Trustee/D-I-P	6210-000	NA	\$49,420.50	\$49,420.50	\$49,420.50
FINLAYSON, TOFFER, ROOSEVELT, LILLY - EXPENSES, Attorney for Trustee/D-I-P	6220-000	NA	\$1,200.35	\$1,200.35	\$1,200.35
SQUAR MILNER FEES, Accountant for Trustee/D-I-P	6410-000	NA	\$122,195.50	\$122,195.50	\$122,195.50
SQUAR MILNER- EXPENSES, Accountant for Trustee/D-I-P	6420-000	NA	\$265.25	\$265.25	\$265.25
Fitness Industries, Other Professional	6700-000	NA	\$12,235.00	\$12,235.00	\$12,235.00
TOTAL PRIOR CHAPTER ADMIN. FEES AND CHARGES		NA	\$564,132.19	\$564,132.19	\$564,132.19

EXHIBIT 6 – PRIORITY UNSECURED CLAIMS

CLAIM NUMBER	CLAIMANT	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
3A	FRANCHISE TAX BOARD	5800-000	\$0.00	\$9,192.68	\$9,192.68	\$9,192.68
18	FRANCHISE TAX BOARD	5800-000	\$0.00	\$0.00	\$0.00	\$0.00
TOTAL PRIORITY UNSECURED CLAIMS			\$0.00	\$9,192.68	\$9,192.68	\$9,192.68

EXHIBIT 7 – GENERAL UNSECURED CLAIMS

CLAIM NUMBER	CLAIMANT	UNIFORM TRAN. CODE	CLAIMS SCHEDULED	CLAIMS ASSERTED	CLAIMS ALLOWED	CLAIMS PAID
1	The CIT Group/Commerci al Services, Inc.	7100-000	\$0.00	\$2,523.00	\$2,523.00	\$713.85
2	Internal Revenue Service	7100-000	\$0.00	\$0.00	\$0.00	\$0.00
3B	FRANCHISE TAX BOARD	7100-000	\$0.00	\$946.72	\$946.72	\$267.87
4	California Bank & Trust	7100-000	\$0.00	\$92,256.22	\$0.00	\$0.00
7	California Bank & Trust	7100-000	\$0.00	\$728,831.94	\$728,831.94	\$206,216.40
8	Banco Popular North America	7100-000	\$0.00	\$1,446,805.00	\$1,122,089.0 0	\$317,484.93

9	Banco Popular North America	7100-000	\$0.00	\$103,088.32	\$10,959.24	\$3,100.82
10B	FIRESTONE FINANCIAL CORP.	7100-000	\$0.00	\$124,744.46	\$124,744.46	\$35,295.32
11	CDC SMALL BUSINESS FINANCE	7100-000	\$0.00	\$136,667.48	\$0.00	\$0.00
12	American Express Bank FSB	7100-000	\$0.00	\$20,440.04	\$20,440.04	\$5,783.32
13	Michael D. London	7100-000	\$0.00	\$1,613,448.00	\$0.00	\$0.00
15	North County Scaffold & Plank, Inc.	7100-000	\$0.00	\$1,100.00	\$1,100.00	\$311.24
17	U.S. Small Business Administration	7100-000	\$0.00	\$105,686.69	\$105,686.69	\$29,903.09
19	Empire Cleaning Supply	7200-000	\$0.00	\$16,549.73	\$16,549.73	\$0.00
TOTAL GENERAL UNSECURED CLAIMS			\$0.00	\$4,393,087.60	\$2,133,870.8	\$599,076.84
					2	

**INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT
ASSET CASES**

Exhibit 8

Case No.: 14-03171-MM7
Case Name: PUREFITNESS CARLSBAD, INC.
For the Period Ending: 4/14/2017

Trustee Name: Leslie T. Gladstone
Date Filed (f) or Converted (c): 09/18/2015 (c)
§341(a) Meeting Date: 10/22/2015
Claims Bar Date: 01/05/2016

1	2	3	4	5	6
Ref. #					
1	TURNOVER OF FUNDS FROM CHAPTER 11 BANK ACCOUNT	(u)	\$0.00	\$1,427,494.48	
2	ENTERED IN ERROR - CHAPTER 11 ASSET	(u)	\$0.00	\$0.00	
2	ENTERED IN ERROR - CHAPTER 11 ASSET	(u)	\$0.00	\$0.00	
3	Prior to bankruptcy, the Debtor filed cross claims against Westgate Hotel Co., Sinclair Oil Corp., and Johnson & Jennings Inc. in the lawsuit titled California Bank & Trust v. PureFitness Carlsbad, Inc., et al., San Diego Superior Court case no. 37-2014-00085084-CU-BC-CT L	Unknown		\$0.00	
Asset Notes: NOIA FILED TO DISMISS ALL OF THE ESTATE'S CROSS CLAIMS IN STATE COURT ACTION (DOCKET NO. 610)					
4	ENTERED IN ERROR - CHAPTER 11 ASSET		\$0.00	\$0.00	
5	Bond Overpayment	(u)	\$0.00	\$4,980.00	

TOTALS (Excluding unknown value)			Gross Value of Remaining Assets
		<u>\$0.00</u>	<u>\$1,432,474.48</u>

Major Activities affecting case closing:

06/22/2016 READY FOR TFR

Initial Projected Date Of Final Report (TFR): 06/30/2017
Current Projected Date Of Final Report (TFR): 06/30/2017

/s/ LESLIE T. GLADSTONE

LESLIE T. GLADSTONE

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 14-03171-MM7
 Case Name: PUREFITNESS CARLSBAD, INC.
 Primary Taxpayer ID #: **-***4151
 Co-Debtor Taxpayer ID #: _____
 For Period Beginning: 4/24/2014
 For Period Ending: 4/14/2017
 Trustee Name: Leslie T. Gladstone
 Bank Name: East West Bank
 Checking Acct #: *****0897
 Account Title: _____
 Blanket bond (per case limit): \$1,000,000.00
 Separate bond (if applicable): _____

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance
09/17/2015	(1)	PUREFITNESS CARLSBAD, INC.	TRANSFER FROM CHAPTER 11 TO CHAPTER 7	1290-010	\$1,427,494.48		\$1,427,494.48
09/17/2015	3462	WELLS FARGO BANK	INV 182774; CASE 12079631	2690-002		\$4.90	\$1,427,489.58
09/23/2015	3463	PUREFITNESS CARLSBAD	TRANSFER TO CHAPTER 7	9999-000		\$1,427,489.58	\$0.00

TOTALS:	\$1,427,494.48	\$1,427,494.48	\$0.00
Less: Bank transfers/CDs	\$0.00	\$1,427,489.58	
Subtotal	\$1,427,494.48	\$4.90	
Less: Payments to debtors	\$0.00	\$0.00	
Net	\$1,427,494.48	\$4.90	

For the period of 4/24/2014 to 4/14/2017

Total Compensable Receipts:	\$1,427,494.48
Total Non-Compensable Receipts:	\$0.00
Total Comp/Non Comp Receipts:	<u>\$1,427,494.48</u>
Total Internal/Transfer Receipts:	\$0.00
Total Compensable Disbursements:	\$0.00
Total Non-Compensable Disbursements:	\$4.90
Total Comp/Non Comp Disbursements:	<u>\$4.90</u>
Total Internal/Transfer Disbursements:	\$1,427,489.58

For the entire history of the account between 12/06/2016 to 4/14/2017

Total Compensable Receipts:	\$1,427,494.48
Total Non-Compensable Receipts:	\$0.00
Total Comp/Non Comp Receipts:	<u>\$1,427,494.48</u>
Total Internal/Transfer Receipts:	\$0.00
Total Compensable Disbursements:	\$0.00
Total Non-Compensable Disbursements:	\$4.90
Total Comp/Non Comp Disbursements:	<u>\$4.90</u>
Total Internal/Transfer Disbursements:	\$1,427,489.58

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 14-03171-MM7
 Case Name: PUREFITNESS CARLSBAD, INC.
 Primary Taxpayer ID #: **-****4151
 Co-Debtor Taxpayer ID #: _____
 For Period Beginning: 4/24/2014
 For Period Ending: 4/14/2017

Trustee Name: Leslie T. Gladstone
 Bank Name: East West Bank
 Checking Acct #: *****1191
 Account Title: _____
 Blanket bond (per case limit): \$1,000,000.00
 Separate bond (if applicable): _____

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance
09/23/2015		PUREFITNESS CARLSBAD	CHAPTER 11 ACCOUNTS	9999-000	\$1,427,489.58		\$1,427,489.58
09/23/2015	4001	FIRESTONE FINANCIAL LLC	PAYMENT IN FULL OF SECURED CLAIM	4210-000		\$41,550.00	\$1,385,939.58
09/23/2015	4002	LESLIE GLADSTONE, TRUSTEE	CHAPTER 11 TRUSTEE FEES COURT ORDER 9/17/15	*		\$128,481.25	\$1,257,458.33
			Leslie T. Gladstone Fees \$(127,057.00)	6101-000			\$1,257,458.33
			Leslie T. Gladstone-Expenses \$(1,424.25)	6102-000			\$1,257,458.33
09/23/2015	4003	FITNESS INDUSTRIES	MGMT CONSULTANT FEES - FINAL COURT ORDER 9/17/15	6700-000		\$12,235.00	\$1,245,223.33
09/23/2015	4004	SQUAR MILNER	CHAP 11 ACCOUNTANTS COURT ORDER 9/17/15	*		\$119,963.75	\$1,125,259.58
			SQUAR MILNER FEES \$(119,698.50)	6410-000			\$1,125,259.58
			SQUAR MILNER-EXPENSES \$(265.25)	6420-000			\$1,125,259.58
09/23/2015	4005	FINLAYSON, TOFFER, ROOSEVELT, LILLY	CHAP 11 INTERIM FEES COURT ORDER 9/17/15	*		\$50,620.85	\$1,074,638.73
			\$(49,420.50)	6210-000			\$1,074,638.73
			FINLAYSON, TOFFER, ROOSEVELT, LILLY - EXPENSES \$(1,200.35)	6220-000			\$1,074,638.73
09/23/2015	4006	FINANCIAL LAW GROUP	CHAP 11 INTERIM FEES COURT ORDER 9/17/15	*		\$138,495.83	\$936,142.90
			FINANCIAL LAW GROUP - FEES \$(136,391.50)	6110-000			\$936,142.90
			FINANCIAL LAW GROUP - EXPENSES \$(2,104.33)	6120-000			\$936,142.90
10/06/2015		East West Bank	Bank Service Fee	2600-000		\$1,741.67	\$934,401.23
10/23/2015	4007	SQUAR MILNER	UP TO AWARD FOR CHAPTER 11 FEES	6410-000		\$2,497.00	\$931,904.23
10/28/2015	4008	THE HARTFORD	BILLING ACCOUNT 14413127 FINAL AUDIT PAYMENT	2690-000		\$24,735.00	\$907,169.23
10/28/2015	4009	UNISAN	INV 3004602	2690-000		\$21.79	\$907,147.44
10/30/2015	4010	PAYCHEX	YEAR END RETURNS AND W-2's	2690-000		\$1,066.25	\$906,081.19
11/03/2015	4011	PETRA	INVOICE 149465	2690-000		\$374.87	\$905,706.32
11/03/2015	4012	Finlayson Toffer Roosevelt & Lilly LLP	UP TO AWARD FOR CHAP 11 SERVICES	6210-003		\$987.50	\$904,718.82
11/03/2015	4013	CFG CARLSBAD LLC	PRORATIONS FROM SALE AGREEMENT 80% TO BUYER (\$86,395.97), LESS VARIOUS MONIES OWED BY BUYER (\$57,201.58)	2690-000		\$26,724.39	\$877,994.43
11/06/2015	4012	VOID: Finlayson Toffer Roosevelt & Lilly LLP	UP TO AWARD NOT ALLOWED	6210-003		(\$987.50)	\$878,981.93

SUBTOTALS \$1,427,489.58 \$548,507.65

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 14-03171-MM7
 Case Name: PUREFITNESS CARLSBAD, INC.
 Primary Taxpayer ID #: **-***4151
 Co-Debtor Taxpayer ID #: _____
 For Period Beginning: 4/24/2014
 For Period Ending: 4/14/2017

Trustee Name: Leslie T. Gladstone
 Bank Name: East West Bank
 Checking Acct #: *****1191
 Account Title: _____
 Blanket bond (per case limit): \$1,000,000.00
 Separate bond (if applicable): _____

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance
11/09/2015		East West Bank	Bank Service Fee	2600-000		\$1,507.78	\$877,474.15
12/04/2015		East West Bank	Bank Service Fee	2600-000		\$1,385.37	\$876,088.78
01/04/2016		East West Bank	Bank Service Fee	2600-000		\$1,413.96	\$874,674.82
01/25/2016	4014	INTERNAL REVENUE SERVICE	2015 FORM 940 4TH QUARTER	2810-000		\$4,658.10	\$870,016.72
02/02/2016		East West Bank	Bank Service Fee	2600-000		\$1,411.68	\$868,605.04
03/04/2016		East West Bank	Bank Service Fee	2600-000		\$1,311.55	\$867,293.49
03/21/2016	4015	FRANCHISE TAX BOARD	2016 FORM 100-ES FEIN 20-2064151	2820-000		\$800.00	\$866,493.49
04/04/2016		East West Bank	Bank Service Fee	2600-000		\$1,399.46	\$865,094.03
05/06/2016		East West Bank	Bank Service Fee	2600-000		\$1,351.19	\$863,742.84
05/13/2016	4016	FINANCIAL LAW GROUP	Bond Payment	2300-000		\$490.32	\$863,252.52
06/09/2016		East West Bank	Bank Service Fee	2600-000		\$1,393.76	\$861,858.76
07/14/2016		East West Bank	Bank Service Fee	2600-000		\$1,346.50	\$860,512.26
09/12/2016	4017	SQUAR MILNER	COURT ORDER 9/1/2016	*		\$24,089.64	\$836,422.62
			SQUAR MILNER EXPENSES \$(123.64)	3420-000			\$836,422.62
			SQUAR MILNER FEES \$(23,966.00)	3410-000			\$836,422.62
09/12/2016	4018	FINANCIAL LAW GROUP	COURT ORDER 9/8/16	*		\$71,725.36	\$764,697.26
			FINANCIAL LAW GROUP CH. 11 FEES \$(71,184.50)	6110-000			\$764,697.26
			FINANCIAL LAW GROUP CH. 11 EXPENSES \$(540.86)	6120-000			\$764,697.26
09/12/2016	4019	FINANCIAL LAW GROUP	COURT ORDER 9/1/2016	*		\$5,255.42	\$759,441.84
			FLG-CB FEES \$(380.00)	3110-000			\$759,441.84
			FLG-CC \$(1,029.00)	3110-000			\$759,441.84
			FLG-EXPENSES \$(118.92)	3120-000			\$759,441.84
			FLG-LTG \$(3,727.50)	3110-000			\$759,441.84
09/12/2016	4020	LESLIE GLADSTONE TRUSTEE	COURT ORDER 9/9/16	*		\$40,113.15	\$719,328.69
			LTG CH. 11 FEES \$(39,286.81)	6101-000			\$719,328.69
			LTG CH. 11 EXPENSES \$(826.34)	6102-000			\$719,328.69
09/20/2016	4021	Finlayson Toffer Roosevelt & Lilly LLP	ATTORNEY FEES AND COSTS	*		\$32,147.45	\$687,181.24
			Finlayson Toffer Roosevelt - Fees \$(30,885.00)	3210-000			\$687,181.24
			Finlayson Toffer Roosevelt - Expenses \$(1,262.45)	3220-000			\$687,181.24
09/27/2016	4022	Finlayson Toffer Roosevelt & Lilly LLP	ATTORNEY'S EXPENSES	3220-000		\$1,096.98	\$686,084.26
10/13/2016	4023	SQUAR MILNER	ACCOUNTANT'S FEES	3410-000		\$2,000.00	\$684,084.26

SUBTOTALS

\$0.00

\$194,897.67

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 14-03171-MM7
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 Primary Taxpayer ID #: ***-***4151
 Co-Debtor Taxpayer ID #: _____
 For Period Beginning: 4/24/2014
 For Period Ending: 4/14/2017

Trustee Name: Leslie T. Gladstone
 Bank Name: East West Bank
 Checking Acct #: *****1191
 Account Title: _____
 Blanket bond (per case limit): \$1,000,000.00
 Separate bond (if applicable): _____

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance
10/20/2016	(5)	Global Surety	overpayment refund	1280-002	\$4,980.00		\$689,064.26
12/28/2016	4024	SQUAR MILNER	COURT ORDER 12/21/16	*		\$12,520.61	\$676,543.65
			SQUAR MILNER FEES \$(12,474.00)	3410-000			\$676,543.65
			SQUAR MILNER EXPENSES \$(46.61)	3420-000			\$676,543.65
01/02/2017	4025	Leslie T. Gladstone		*		\$60,812.40	\$615,731.25
			Leslie T. Gladstone Fees \$(60,369.08)	2100-000			\$615,731.25
			Leslie T. Gladstone Expenses \$(443.32)	2200-000			\$615,731.25
01/12/2017	4024	STOP PAYMENT: SQUAR MILNER	COURT ORDER 12/21/16	*		(\$12,520.61)	\$628,251.86
			SQUAR MILNER FEES \$12,474.00	3410-004			\$628,251.86
			SQUAR MILNER EXPENSES \$46.61	3420-004			\$628,251.86
01/18/2017	4026	SQUAR MILNER	COURT ORDER 12/21/16 replacement check	*		\$12,520.61	\$615,731.25
			SQUAR MILNER FEES \$(12,474.00)	3410-000			\$615,731.25
			SQUAR MILNER EXPENSES \$(46.61)	3420-000			\$615,731.25
02/01/2017	4027	UNITED STATES TRUSTEE	Account Number: ; Claim #: 14; Dividend: 0.05; Distribution Dividend: 100.00; Amount Claimed: 325.00;	2950-000		\$325.00	\$615,406.25
02/01/2017	4028	San Diego County Treasurer-Tax Collector	Account Number: ; Claim #: 16; Dividend: 1.15; Distribution Dividend: 100.00; Amount Claimed: 7,136.73;	4220-000		\$7,136.73	\$608,269.52
02/01/2017	4029	FRANCHISE TAX BOARD	Account Number: ; Claim #: 3; Dividend: 1.49; Distribution Dividend: 100.00; Amount Claimed: 9,192.68;	5800-000		\$9,192.68	\$599,076.84
02/01/2017	4030	The CIT Group/Commercial	Account Number: ; Claim #: 1; Dividend: 0.11; Distribution Dividend: 28.29; Amount Claimed: 2,523.00;	7100-000		\$713.85	\$598,362.99
02/01/2017	4031	FRANCHISE TAX BOARD	Account Number: ; Claim #: 3; Dividend: 0.04; Distribution Dividend: 28.29; Amount Claimed: 946.72;	7100-000		\$267.87	\$598,095.12
02/01/2017	4032	California Bank & Trust	Account Number: ; Claim #: 7; Dividend: 33.49; Distribution Dividend: 28.29; Amount Claimed: 728,831.94;	7100-000		\$206,216.40	\$391,878.72
02/01/2017	4033	Banco Popular North America	Account Number: ; Claim #: 8; Dividend: 51.56; Distribution Dividend: 28.29; Amount Claimed: 1,446,805.00;	7100-000		\$317,484.93	\$74,393.79
02/01/2017	4034	Banco Popular North America	Account Number: ; Claim #: 9; Dividend: 0.50; Distribution Dividend: 28.29; Amount Claimed: 103,088.32;	7100-000		\$3,100.82	\$71,292.97
02/01/2017	4035	FIRESTONE FINANCIAL CORP.	Account Number: ; Claim #: 10; Dividend: 5.73; Distribution Dividend: 28.29; Amount Claimed: 124,744.46;	7100-000		\$35,295.32	\$35,997.65

SUBTOTALS \$4,980.00 \$653,066.61

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No.	14-03171-MM7	Trustee Name:	Leslie T. Gladstone
Case Name:	PUREFITNESS CARLSBAD, INC.	Bank Name:	<u>East West Bank</u>
Primary Taxpayer ID #:	**-***4151	Checking Acct #:	*****1191
Co-Debtor Taxpayer ID #:		Account Title:	
For Period Beginning:	4/24/2014	Blanket bond (per case limit):	\$1,000,000.00
For Period Ending:	4/14/2017	Separate bond (if applicable):	

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance
02/01/2017	4036	American Express Bank FSB	Account Number: ; Claim #: 12; Dividend: 0.93; Distribution Dividend: 28.29; Amount Claimed: 20,440.04;	7100-000		\$5,783.32	\$30,214.33
02/01/2017	4037	North County Scaffold & Plank, Inc.	Account Number: ; Claim #: 15; Dividend: 0.05; Distribution Dividend: 28.29; Amount Claimed: 1,100.00;	7100-000		\$311.24	\$29,903.09
02/01/2017	4038	U.S. Small Business Administration	Account Number: ; Claim #: 17; Dividend: 4.85; Distribution Dividend: 28.29; Amount Claimed: 105,686.69;	7100-000		\$29,903.09	\$0.00

TOTALS:	\$1,432,469.58	\$1,432,469.58	\$0.00
Less: Bank transfers/CDs	\$1,427,489.58	\$0.00	
Subtotal	\$4,980.00	\$1,432,469.58	
Less: Payments to debtors	\$0.00	\$0.00	
Net	\$4,980.00	\$1,432,469.58	

For the period of 4/24/2014 to 4/14/2017

Total Compensable Receipts:	\$0.00
Total Non-Compensable Receipts:	\$4,980.00
Total Comp/Non Comp Receipts:	\$4,980.00
Total Internal/Transfer Receipts:	\$1,427,489.58

Total Compensable Disbursements:	\$1,432,469.58
Total Non-Compensable Disbursements:	\$0.00
Total Comp/Non Comp Disbursements:	\$1,432,469.58
Total Internal/Transfer Disbursements:	\$0.00

For the entire history of the account between 09/23/2015 to 4/14/2017

Total Compensable Receipts:	\$0.00
Total Non-Compensable Receipts:	\$4,980.00
Total Comp/Non Comp Receipts:	\$4,980.00
Total Internal/Transfer Receipts:	\$1,427,489.58

Total Compensable Disbursements:	\$1,432,469.58
Total Non-Compensable Disbursements:	\$0.00
Total Comp/Non Comp Disbursements:	\$1,432,469.58
Total Internal/Transfer Disbursements:	\$0.00

CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No. 14-03171-MM7
 Case Name: PUREFITNESS CARLSBAD, INC.
 Primary Taxpayer ID #: **-****4151
 Co-Debtor Taxpayer ID #: _____
 For Period Beginning: 4/24/2014
 For Period Ending: 4/14/2017

Trustee Name: Leslie T. Gladstone
 Bank Name: East West Bank
 Checking Acct #: *****1191
 Account Title: _____
 Blanket bond (per case limit): \$1,000,000.00
 Separate bond (if applicable): _____

1	2	3	4	5	6	7	
Transaction Date	Check / Ref. #	Paid to/ Received From	Description of Transaction	Uniform Tran Code	Deposit \$	Disbursement \$	Balance

TOTAL - ALL ACCOUNTS	NET DEPOSITS	NET DISBURSE	ACCOUNT BALANCES

For the period of 4/24/2014 to 4/14/2017

Total Compensable Receipts:	\$1,427,494.48
Total Non-Compensable Receipts:	\$4,980.00
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Total Comp/Non Comp Receipts:	\$1,432,474.48
Total Internal/Transfer Receipts:	\$1,427,489.58
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Total Compensable Disbursements:	\$1,432,469.58
Total Non-Compensable Disbursements:	\$4.90
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Total Comp/Non Comp Disbursements:	\$1,432,474.48
Total Internal/Transfer Disbursements:	\$1,427,489.58

For the entire history of the case between 09/18/2015 to 4/14/2017

Total Compensable Receipts:	\$1,427,494.48
Total Non-Compensable Receipts:	\$4,980.00
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Total Comp/Non Comp Receipts:	\$1,432,474.48
Total Internal/Transfer Receipts:	\$1,427,489.58
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Total Compensable Disbursements:	\$1,432,469.58
Total Non-Compensable Disbursements:	\$4.90
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Total Comp/Non Comp Disbursements:	\$1,432,474.48
Total Internal/Transfer Disbursements:	\$1,427,489.58

/s/ LESLIE T. GLADSTONE

LESLIE T. GLADSTONE